

RECORDATION NO. 26747-B FILED

SEP 09 '08 -10 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

September 9, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of May 21, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Number 26747.

The names and addresses of the parties to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC  
1 Dag Hammarskjold Plaza  
885 Second Avenue, 49<sup>th</sup> Floor  
New York, NY 10017

Lessee: Savatran LLC  
1622 Chestnut Hill Drive  
Matthews, NC 28105

Anne K. Quinlan, Esquire  
September 9, 2008  
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A description of the railroad equipment covered by the enclosed document is:

120 hopper railcars: BNBX 120625, BNBX 120629 - BNBX 120684,  
BNBX 120686 - BNBX 120739 and BNBX 120741 - BNBX 120749.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 21st day of May, 2008, to that certain Master Full Service Railcar Lease dated as of May 21, 2008, effective as of December 12, 2007 between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor") and SAVATRAN LLC, a Delaware limited liability company (the "Lessee"), is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of May 21, 2008, effective as of December 27, 2007 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement");

WHEREAS, the Parties have entered into Schedule No. 02 covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of the aforesaid Schedule No. 02, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

JSF  
6/24/08

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service  
Railcar Lease to be executed by a duly authorized officer as of the date first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: [Signature]  
Name: Larry Littlefield  
Title: Vice President  
Date: 7/30/08

SAVATRIAN LLC, as Lessee

By: [Signature]  
Name: Michael J. Bethe  
Title: CEO  
Date: 7-11-08

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REVIEWED

JUN 10 2008

By: JSF

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Sales + Marketing  
Approved  
[Signature]

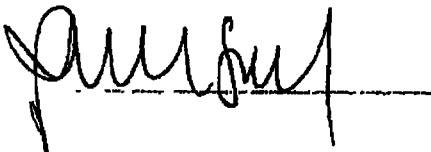
STATE OF Florida )

) SS:

COUNTY OF Palm beach )

On July 11th, 2008, before me, Rhiannon Siegel, Notary Public, personally appeared Michael J. Meyer, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



JSF  
6/24/08

STATE OF New York )

SS:

COUNTY OF New York )

On 7/30/08 2008, before me, Indra Bedasie, Notary Public, personally appeared Larry L. Goff, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 20 10

**EXHIBIT A**  
**MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>
One Hundred Twenty (120)	Aluminum Body AutoFlood III open top hoppers, 4200 CF, AAR car type code K341, built by FreightCar America, Inc. in 2006	BNBX 120625,120629 - 120684, 120686 - 120739,120741 - 120749

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/9/08



Robert W. Alvord